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SECURITIES AND EXCHANGE COMMIS

Washington, D.C. 20549 FORM D

OMB Number:

SEC

3235-0076

Serial

RECEIVED Expires:

November 30, 2001

OMB APPROVAL

SEC USE ONLY

DATE RECEIVED

Estimated average burden 2 200 hours per response...... 16.00

NOTICE OF SALE OF SECURITIES R PURSUANT TO REGULATION

**SECTION 4(6), AND/OR** 

UNIFORM LIMITED OFFERING EXEMP

Prefix

Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Sale of Membership Interests of Sunrise Capital Fund IIA, LLC ☐ ULOE Filing Under (Check box(es) that apply): Rule 504 ☐ Rule 505 Rule 506 Section 4(6) New Filing Type of Filing: Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) SUNRISE CAPITAL FUND IIA, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 2 N. Santa Cruz Avenue, Suite 203, Los Gatos, CA 95030 408-354-3968 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different Telephone Number (Including Area Code) from Executive Offices) same as above same as above Brief Description of Business **Venture Capital Investment** Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other (please specify): Month Year 3 0 2 0 Estimated Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D E

# **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## - ATTENTION ·

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC ID	ENTIFICATION DATA	og gjeller planske poget for to Daging	
<ul><li>Each beneficial own</li><li>Each executive office</li></ul>	e issuer, if the issuer her having the power to	has been organized within the ovote or dispose, or direct the porate issuers and of corporate	e vote or disposition of, 10%	o or more of a class o ners of partnership is	f equity securities of the issuer; ssuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Balletto Management Com			,		
Business or Residence Addres 2 N. Santa Cruz Avenue, St	ss (Number and Stre			,	
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Balleto, John G.	individual)				
Business or Residence Addres 2 N. Santa Cruz Avenue, Su	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	ss (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	`individual)				
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		,		
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	
	(Use blank	sheet, or copy and use add	itional copies of this sheet,	as necessary)	

Yes No  3. Does the offering permit joint ownership of a single unit?					В.	INFOR	MATION	ABOUT OI	FFERING				
Answer also in Appendix, Column 2, if filling under ULOE.  2 What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Easter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remonentation for adultation of purchaser in connection with also of securities in the offering. If a person to be litted is an associated person on signal or a blocker of dealer or givened with the SCS addrew with a size or state, little mane of the broker or dealer. If more dealer only.  Foll Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States).  [ILI] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MJ] [MA] [MJ] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [MN	Has the issuer sold or does the issuer intend to sell to non-accredited investors in this offering?							_					
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Einter the information requested for each preserve who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for oblitation of prochasers in connections with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer reginered with the SFC and/or with a state or states, list the name of the broker or dealer rith or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)		· · · · · · · · · · · · · · · · · · ·						ш					
3. Does the offering permits joint cownership of a single unit?	2. W									\$	N/A		
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed as an associated persons or a gate of a broker or dealer rigistered with the SEC and/or with sales or states, list name of the broker or dealer if move than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer from the state of the set of	3. Do	oes the offering	permit joint o	wnership of a	single unit?								No □
Person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five 6) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individuals)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check *All States* or check individuals States)													_
Paul Name (Last name first, if individual)	pe th:	rson or agent of an five (5) person	a broker or de	aler registere	d with the SI	EC and/or wit	h a state or s	ates, list the	name of the b	roker or dea	ler. If more		
Name of Associated Broker or Dealer			irst, if individ	ual)			<del></del>		<del></del> -				<del></del>
Name of Associated Broker or Dealer													
Cincke   Milch Person Listed Has Solicited or Intends to Solicit Purchasers     (Check "All States" or check individuals States)	Busines	s or Residence A	Address (Num	ber and Stree	t, City, State	e, Zip Code)					-		
All States   All	Name o	f Associated Bro	ker or Dealer						· <del>_</del> = ·	<del> </del>	·		
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Name of Associated Broker or Dealer	D	D 11. A	11 01	1 1.04	C'I Su	7: 0:43	<del></del>						
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(Check "All States" or check individuals States)	Name of	f Associated Bro	ker or Dealer				,						
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Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	Full Nar	ne (Last name fi	rst, if individ	ual)					. 4			<del></del>	<del></del>
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	Business	s or Residence A	ddress (Num	ber and Stree	t, City, State	, Zip Code)				·		<del></del>	<u> </u>
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(Check "All States" or check individuals States)       □ All States         [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [[MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Name of	Associated Bro	ker or Dealer										
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Equity  Conve Partne Other  Conve Partne Other  Conve Partne Other  Accree Non-a  If this is by the securit  Type of Rule 5  Regula Rule 5  T  A. Furr offerin given a check is Transf Printin Legal	nter the aggregate offering price of securities included in this offering and the total amount already sold.  nter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and adicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
Converted Partner Other  2. Enter trand the person Enter '  Accree Non-a  To the securit Type of Rule 5  Regular Rule 5  Regular Rule 5  To the securit Type of Rule 5  Transf Printin Legal	Debt		\$
Partner Other Tand the person Enter Accrea Non-a Type a Rule 5 Regula Rule 5 Tansf Printin Legal	equity	\$	\$
Partner Other Tand the person Enter Accrea Non-a Type a Rule 5 Regula Rule 5 Tansf Printin Legal	Common Preferred		
2. Enter to and the person Enter '  Accree Non-a  To the securit Type of Rule 5 Regular Rule 5 Regular Rule 5 To the securit Transf Printin Legal	Convertible Securities (including warrants)	\$	\$
2. Enter to and the person Enter '  Accreed Non-a  To a security Type of Rule 5  Regular Rule 5  To a Furroffering given a check to Transf Printin Legal	artnership Interests	\$	\$
2. Enter t and the person Enter '  Accree Non-a  T  3. If this t by the securit  Type of Rule 5  Regula  Rule 5  T  4. a. Furrofferin given a check to Transf  Printin  Legal	Other (Specify - Membership Interests)	\$ <u>100,000,000</u>	\$ 8,288,500
and the person Enter '  Accree Non-a  To the securit Type of Rule 5 Regular Rule 5 To the securit Type of Rule 5 Transf Printin Legal	Total	\$	\$
and the person Enter' Accree Non-a  3. If this is by the securit  Type of Rule 5  Regular  Rule 5  T  4. a. Furroffering iven a check is Transf  Printin Legal	Answer also in Appendix, Column 3, if filing under ULOE.		
Non-a  T  3. If this is by the securit  Type of Rule 5  Regular  Rule 5  T  4. a. Furroffering iven a check is Transf  Printin Legal	nter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of ersons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Inter "0" if answer is "none" or "zero."		
Non-a  T  3. If this is by the securit  Type of Rule 5  Regula  Rule 5  T  4. a. Furroffering iven a check is Transf  Printin  Legal		Number Investors	Aggregate Dollar Amount of Purchase
3. If this is by the securit  Type of Rule 5  Regula  Rule 5  T  4. a. Furroffering iven a check is Transf  Printin  Legal	ccredited investors	8	\$_8,288,500
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by the securit  Type of Rule 5  Regula  Rule 5  T  4. a. Furn offering iven a check to Transf  Printin  Legal	Total (for filings under Rule 504 only)		\$
by the securit  Type of Rule 5  Regula  Rule 5  T  4. a. Furn offering iven a check to Transf  Printin  Legal	Answer also in Appendix, Column 4, if filing under ULOE.		
Rule 5 Regula Rule 5 T 4. a. Furn offerin given a check Transf Printin Legal	this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of ecurities in this offering. Classify securities by type listed in Part C - Question 1.		
Rule 5 Regula Rule 5 T 4. a. Furn offerin given a check t Transf Printin Legal	ype of Offering	Type of Security	Dollar Amount Sold
Rule 5  T  4. a. Furn offerin given a check Transf Printin Legal	ule 505	•	\$
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4. a. Furn offerin given a check!  Transf  Printin  Legal	ule 504		\$
offerin given a check t Transf Printin Legal	Total		\$
Printin Legal	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this ffering. Exclude amounts relating solely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate.		
Legal	ransfer Agent's Fees		\$
_	rinting and Engraving Costs		\$
	egal Fees	$\boxtimes$	\$100,000
Accou	ccounting Fees		\$
Engine	ngineering Fees		\$
Sales (	ales Commissions (specify finders' fees separately)		\$
Other	Other Expenses (identify)		\$
T	Total	$\boxtimes$	\$100,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	ı	\$ <u>99,900,000</u>
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to t left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer s forth in response to Part C - Question 4.b above.	he	,
		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees	<b>□</b> \$ 10,000,000	<b>\$</b>
	Purchase of real estate	<b>\$</b>	<b>\$</b>
	Purchase, rental or leasing and installation of machinery and equipment	<b>S</b>	<b>\$</b>
	Construction or leasing of plant buildings and facilities	<b>S</b>	<b>\$</b>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ s	<b>\$</b>
	Repayment of indebtedness	<b>S</b>	<b>\$</b>
	Working capital	s	<b></b> \$ <u>89,900,000</u>
	Other (specify):	<b>\$</b>	<b>\$</b>
	Column Totals	<b>⊠</b> \$ <u>10,000,000</u>	<b>№</b> \$ <u>89,900,000</u>
	Total Payments Listed (column totals added)	\$ 99,900	0,000
	D. FEDERAL SIGNATURE	S paralleles at the second	
ınde	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed unertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, edited investor pursuant to paragraph (b)(2) of Rule 502.		
	er (Print or Type) Signature Da		
	rise Capital Fund IIA, LLC  ne of Signer (Print or Type)  Ag  Ag  Ag  Ag  Ag  Ag  Ag  Ag  Ag  A	oril 11, 2002	
Joh	n G. Balletto Managing Member of Managing Member, Balletto Mana	agement Company IIA, LI	LC
	ATTENTION		
	Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violation	ns. (See 18. U.S.C. 1001	.)